

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X		:
<b>In re</b>		:
		:
<b>MOTORS LIQUIDATION COMPANY, <i>et al.</i>,</b>		:
<b>f/k/a General Motors Corp., <i>et al.</i></b>		:
		:
<b>Debtors.</b>		:
		:
-----X		:

**Chapter 11**

**Case No. 09-50026 (MG)**

**(Jointly Administered)**

**AFFIDAVIT OF SERVICE**

STATE OF WASHINGTON    )  
                                      ) ss  
COUNTY OF KING        )

I, Eric Westberg being duly sworn, depose and state:

1. I am a Senior Project Manager with Garden City Group, LLC, the claims and noticing agent for the debtors and debtors-in-possession (the “Debtors”) in the above-captioned proceeding. Our business address is 1531 Utah Avenue South, Suite 600, Seattle, Washington 98134.

2. On September 12, 2017, at the direction of Gibson Dunn & Crutcher LLP (“Gibson Dunn”), attorneys for the Motors Liquidation Company GUC Trust, I caused a true and correct copy of the following document to be served by e-mail on the parties identified on Exhibit A annexed hereto (Master Service List and Notice of Appearance Parties), by first class mail on the parties identified on Exhibit B annexed hereto (20 largest creditors of Remediation and Liability Management Company, Inc., 20 largest creditors of Environmental Corporate Remediation Company, Inc., and Affected Parties), and by overnight delivery on the parties identified on Exhibit C annexed hereto (Office of the United States Trustee and Chambers of the Honorable Martin Glenn):

- **Motion of the Motors Liquidation Company GUC Trust Administrator Pursuant to Bankruptcy Code Sections 105(a), 363(b) and 1142(b) and Bankruptcy Rule 3020(d) to Authorize Entry into Forbearance Agreement with General Motors LLC [Docket No. 14095].**

3. On September 12, 2017, also at the direction of Gibson Dunn, I caused a true and correct copy of the following document to be served by e-mail to [LENSNOTICES@dtcc.com](mailto:LENSNOTICES@dtcc.com):

- **Notice to Holders of Motors Liquidation Company GUC Trust Units (CUSIP No. 62010U101) [annexed hereto as Schedule 1].**

/s/ Eric Westberg  
Eric Westberg

Sworn to before me this 14<sup>th</sup> day of  
September, 2017

/s/ Katherine A. Hathaway  
Katherine A. Hathaway  
Notary Public, State of Washington  
No. 184372  
Commission Expires: February 26, 2020

# **EXHIBIT A**

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GOLENBOCK EISEMAN ASSOR BELL & PESKOE LLP	MICHAEL S. WEINSTEIN, ESQ.	711 THIRD AVENUE			NEW YORK	NY	10017
GOODWIN PROCTER LLP	ATTN WILLIAM P. WEINTRAUB, ESQ.	THE NEW YORK TIMES BLDG	620 EIGHTH AVE		NEW YORK	NY	10018
GOODWIN PROCTER LLP	ATTN GREGORY W. FOX	THE NEW YORK TIMES BUILDING	620 EIGHTH AVENUE		NEW YORK	NY	10018
GROUNDWATER & ENVIRONMENTAL SERVICES, INC	440 CREAMERY WAY	SUITE 500			EXTON	PA	19341-2577
HAGENS BERMAN SOBOL SHAPIRO LLP	ATTN STEVEN BERMAN	1918 EIGHTH AVE., SUITE 330			SEATTLE	WA	98101
HALEY & ALDRICH DESIGN AND CONTRUCTION	465 MEDFORD ST	STE 2200			CHARLESTOWN	MA	02129-1454
HALEY & ALDRICH OF NEW YORK	200 TOWN CENTRE DRIVE, STE 2				ROCHESTER	NY	14623-4264
HDR ENGINEERING	ATTN: DICK BELL	8404 INDIAN HILLS DRIVE			OMAHA	NE	68114
HESS CORPORATION	ATT: ELIZABETH ANNE CARINI CURRENTI, ESQ.	1 HESS PLAZA			WOODBIDGE	NJ	07095
IOWA DEPT OF NATIONAL RESOURCES	HAZARDOUS WASTE REMEDIAL FUND	502 E. 9TH STREET			DES MOINES	IA	50319-0034
J.A. LOMBARDO & ASSOCIATES	ATTN: JOSEPH A. LOMBARDO	445 S. LIVERNOIS - SUITE 202			ROCHESTER	MI	48307
LIEFF CABRASER HEIMANN & BERSTEIN	ATTN ELIZABETH J. CABRASER	275 BATTERY STREET, 29TH FLOOR			SAN FRANCISCO	CA	94111
NOVA CONSULTANTS, INC	21580 NOVI ROAD	#300			NOVI	MI	48375
O'BRIEN & GERE ENGINEERS, INC.	ATTN: TERRY L. BROWN	PO BOX 4873			SYRACUSE	NY	13221-4873
ROYAL ENVIRONMENTAL, INC.	P.O. BOX 11565				SYRACUSE	NY	13218-1565
SEVENSON ENVIRONMENTAL SERVICES, INC.	2749 LOCKPORT ROAD				NIAGARA FALLS	NY	14302
STUTZMAN, BROMBERG, ESSERMAN & PLIFKA	ATTN SANDER L. ESSERMAN, ESQ.	2323 BRYAN ST, STE 2200			DALLAS	TX	75201
THE BANK OF NEW YORK	FINANCIAL CONTROL BILLING DEPARTMENT	P.O. BOX 19445			NEWARK	NJ	07195-0445
THE BARTECH GROUP	27777 FRANKLIN RD STE 600				SOUTHFIELD	MI	48034-8282
TOWN OF FRAMINGHAM	TAX COLLECTOR'S OFFICE	150 CONCORD ST			FRAMINGHAM	MA	01702
WASHTENAW COUNTY TREASURER	P.O. BOX 8645	200 N. MAIN ST	STE 200		ANN ARBOR	MI	48107-8645
WASTE MANAGEMENT	P.O. BOX 9001054				LOUISVILLE	KY	40290-1054
WDC EXPLORATION & WELLS	7650 S MCCLINTOCK DR STE 103				TEMPE	AZ	85284-1673
WOLF HALDENSTEIN ADLER FREEMAN & HERZ LLP	ATTN ALEXANDER H. SCHMIDT, ESQ.	270 MADISON AVE			NEW YORK	NY	10016
WOLF HALDENSTEIN ADLER FREEMAN & HERZ LLP	ATTN MALCOLM T. BROWN, ESQ.	270 MADISON AVE			NEW YORK	NY	10016
YOUNG'S ENVIRONMENTAL CLEANUP, INC	G-5305 NORTH DORT HIGHWAY				FLINT	MI	48505

# **EXHIBIT C**

Name	Address1	Address2	Address3	Address4	City	State	Zip
OFFICE OF THE UNITED STATES TRUSTEE	TRACY HOPE DAVIS	U.S. FED OFFICE BLDG	201 VARICK ST, RM 1006		NEW YORK	NY	10014
UNITED STATES BANKRUPTCY COURT	SOUTHERN DISTRICT OF NEW YORK	THE HONORABLE MARTIN GLENN	ONE BOWLING GREEN		NEW YORK	NY	10004-1408



# **SCHEDULE 1**

**ALL DEPOSITORIES, NOMINEES, BROKERS AND OTHERS:  
PLEASE FACILITATE THE TRANSMISSION OF THIS NOTICE  
TO ALL BENEFICIAL OWNERS.**

**NOTICE  
TO HOLDERS OF**

**MOTORS LIQUIDATION COMPANY  
GUC TRUST UNITS (CUSIP NO. 62010U101)<sup>1</sup>**

**September 12, 2017**

Reference is made to (i) the Second Amended Joint Chapter 11 Plan dated as of March 18, 2011 of Motors Liquidation Company and certain of its affiliates, which was confirmed by an order of the Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) entered on March 29, 2011 (as so confirmed, the “Plan”) and which became effective on March 31, 2011, and (ii) the Second Amended and Restated Motors Liquidation Company GUC Trust Agreement dated as of July 30, 2015 (the “GUC Trust Agreement”).<sup>2</sup> The above-described units representing contingent beneficial interests in the GUC Trust (the “Trust Units”) were issued pursuant to the terms of the Plan and the GUC Trust Agreement. Capitalized terms used but not defined herein have the meanings ascribed to them in the Plan.

The Plan provides for the establishment of the Motors Liquidation Company GUC Trust (the “GUC Trust”) to implement the Plan, including by distributing GUC Trust Distributable Assets (as defined in the GUC Trust Agreement) and resolving outstanding Disputed General Unsecured Claims.

As previously disclosed in the GUC Trust’s public reports filed with the U.S. Securities and Exchange Commission (the “SEC”), the GUC Trust is involved in litigation (the “Recall Litigation”) concerning purported economic losses, personal injuries and/or death suffered by certain lessees and owners of vehicles (persons who have suffered such losses or injuries, regardless of whether they are currently involved in the Recall Litigation, “Potential Plaintiffs”) manufactured by General Motors Corporation prior to its sale of substantially all of its assets to NGMCO, Inc., n/k/a General Motors LLC (“New GM”) on July 10, 2009. Certain of the Potential Plaintiffs have filed lawsuits against New GM, filed motions seeking authority from the Bankruptcy Court to file claims against the GUC Trust (the “Late Claims Motions”), or are members of a putative class covered by those actions.

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<sup>1</sup> The CUSIP number appearing herein has been included solely for the convenience of the holders of the Trust Units. Wilmington Trust Company assumes no responsibility for the selection or use of such number and makes no representations as to the correctness of the CUSIP number appearing herein.

<sup>2</sup> Information on the bankruptcy proceedings, including a copy of the Plan, can be found at: <http://www.motorsliquidationdocket.com/>. Information can also be found on the website maintained by the trust administrator and trustee of the Motors Liquidation Company GUC Trust at <https://www.mlcguctrust.com/>.

Also as previously disclosed in the GUC Trust's public reports filed with the SEC, the GUC Trust had been in discussions with certain of the Potential Plaintiffs regarding a settlement of the Late Claims Motions and related litigation (the "Potential Plaintiff Proposal"), and such discussions had meaningfully progressed. At no point, however, did the GUC Trust execute a formal agreement with any of the Potential Plaintiffs. On August 16, 2017, the GUC Trust announced that (i) it was no longer pursuing the Potential Plaintiff Proposal and, (ii) the GUC Trust had reached an agreement in principle with New GM regarding the terms of a forbearance agreement (the "Forbearance Agreement").

In general terms, the Forbearance Agreement requires the GUC Trust to refrain from seeking entry of an order estimating the purported claims of the Potential Plaintiffs or seeking the issuance of additional shares of New GM common stock (the "Adjustment Shares") related thereto until certain events have transpired in the Bankruptcy Court and in a related proceeding in the District Court for the Southern District of New York. In exchange, New GM is required to reimburse the reasonable fees and expenses of the GUC Trust incurred in connection with the Late Claims Motions and related proceedings, and has agreed to discuss in good faith potential compensation for any related delays in future distributions from the GUC Trust. The GUC Trust and New GM executed the Forbearance Agreement on September 12, 2017, but the Forbearance Agreement remains non-binding until certain conditions precedent are satisfied, including approval of the Forbearance Agreement by the Bankruptcy Court.

Wilmington Trust Company, as trust administrator and trustee of the GUC Trust (in such capacity, the "GUC Trust Administrator"), hereby informs you that:

- (i) on September 12, 2017, the GUC Trust filed a motion with the Bankruptcy Court seeking, among other things, approval of the Forbearance Agreement (the "Forbearance Motion"); and
- (ii) on September 11, 2017, certain Potential Plaintiffs filed a motion with the Bankruptcy Court seeking to enforce the terms of the Potential Plaintiff Proposal, arguing that such unexecuted proposed agreement is binding on the GUC Trust (together with the Forbearance Motion, the "Motions").

Copies of the Motions are available on the website maintained by the GUC Trust: [www.mlcguctrust.com](http://www.mlcguctrust.com). No hearing date and time has been scheduled by the Bankruptcy Court in respect of either of the Motions. Once a hearing date and time has been scheduled, a follow-up notice will be sent to the holders of Trust Units.

Wilmington Trust Company has prepared this communication in its capacity as GUC Trust Administrator, based upon information supplied to it without independent investigation. You should not rely on Wilmington Trust Company as your sole source of information. Wilmington Trust Company makes no recommendations and gives no investment or legal advice herein, and holders of Trust Units are urged to consult with their own advisors concerning the Trust Units, the Plan, the Forbearance Agreement and the Motions.

Should any holder of Trust Units have any questions regarding this notice, please contact Wilmington Trust Company as follows:

Wilmington Trust Company  
Rodney Square North  
1110 North Market Street  
Wilmington, Delaware, 19890-1615  
Phone No.: (866) 521-0079  
Fax No.: (302) 636-4140

Wilmington Trust Company may conclude that a specific response to particular inquiries from individual holders of Trust Units is not consistent with its duties to provide equal and full dissemination to all holders of Trust Units.

Very Truly Yours,

Wilmington Trust Company,  
solely in its capacity as GUC Trust Administrator